

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<u>In re</u>)	Chapter 11
)	
PACIFIC DRILLING S.A., et al.,)	Case No 17-13193 (MEW)
Debtors.)	(Jointly Administered)
)	

SCHEDULES OF ASSETS AND LIABILITIES FOR

Pacific Drilling S.A.

Case No: 17-13193 (MEW)

Schedule A/B: Assets — Real and Personal Property**Part 1: Cash and cash equivalents**

1. Does the debtor have any cash or cash equivalents?

 No. Go to Part 2. Yes. Fill in the information below.

General description	Type of account (if applicable)	Last 4 digits of account # (if applicable)	Current value of debtor's interest
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2. Cash on hand

2.1 _____

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

3.1 AMEGY BANK OF TEXAS	DISBURSEMENT ACCOUNT	1417	\$1,902
3.2 CITIBANK LONDON	EURO FX SETTLEMENT AC	6239	\$103
3.3 CITIBANK LUXEMBOURG	PAYROLL / DISBURSEMENT	8001	\$605
3.4 CITIBANK, N.A.	RESTRICTED CASH ACCOU	4557	\$8,500,033
3.5 CITIBANK, N.A.	DISBURSEMENT / TRANSF	6560	\$7,018

4. Other cash equivalents (Identify all)

4.1 _____

5. Total of Part 1.

Add lines 2 through 4. Copy the total to line 80.

\$8,509,662

Specific Notes

Cash Balances and Intercompany Amounts are as of Petition Date. All other assets are shown as of October 31st, 2017.

Schedule A/B: Assets — Real and Personal Property**Part 2: Deposits and prepayments**

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
 Yes. Fill in the information below.

General description	Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1 _____

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

8.1	PREPAID OTHER - TLB AGENT FEES/ FACILITY TRUSTEE FEES /AUDIT FEES	\$186,250
8.2	RETAINER - EVERCORE PARTNERS INTERNATIONAL LLP	\$50,000
8.3	RETAINER - HOULIHAN LOKEY	\$150,000
8.4	RETAINER - PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP	\$250,000
8.5	RETAINER - SULLIVAN & CROMWELL LLP	\$464,849

9. Total of Part 2

\$1,101,099

Add lines 7 through 8. Copy the total to line 81.

Schedule A/B: Assets — Real and Personal Property**Part 3: Accounts receivable**

10. Does the debtor have any accounts receivable?

 No. Go to Part 4. Yes. Fill in the information below.

General description	Face or requested amount	Doubtful or uncollectable	Current value of debtor's interest
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11. Accounts receivable

11a. 90 days old or less: _____ - _____ = _____

11b. Over 90 days old: _____ - _____ = _____

12. **Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

Schedule A/B - Real and Personal Property

Part 3: Net Accounts Receivable - Intercompany

*Positive numbers are receivables to the entities in the first column, and negative numbers are payables

Debtor	Net Intercompany to or from	Receivable (Payable)
Pacific Drilling Limited	Pacific Drilling (Gibraltar) Limited	\$ 491,665,552
Pacific Drilling Limited	Pacific Drillship Nigeria Limited	\$ 234,420,503
Pacific Drilling Limited	Pacific Bora Ltd.	\$ 550,268,473
Pacific Drilling Limited	Pacific Scirocco Ltd.	\$ 753,783,942
Pacific Drilling Limited	Pacific Drilling do Brasil Servicos de Perfuacao Ltda	\$ 4,979
Pacific Drilling Operations Limited	Pacific Drilling S.A.	\$ (1,264,513,590)
Pacific Drilling Operations Limited	Pacific Drilling (Gibraltar) Limited	\$ 168,713,021
Pacific Drilling Operations Limited	Pacific Bora Ltd.	\$ 386,812,500
Pacific Drilling Operations Limited	Pacific Scirocco Ltd.	\$ 386,812,500
Pacific Drilling Operations Limited	Pacific Drilling do Brasil Servicos de Perfuacao Ltda	\$ 2,794,315
Pacific Drilling Operations Limited	Pacific International Drilling West Africa Ltd.	\$ 7,774,433
Pacific Drilling Operations Limited	Pacific Drilling Services Pte. Ltd.	\$ (1,021,275)
Pacific Drilling S.A.	Pacific Drilling Operations Limited	\$ 1,264,513,590
Pacific Drilling S.A.	Pacific Drilling (Gibraltar) Limited	\$ (121,353,367)
Pacific Drilling S.A.	Pacific Mistral Ltd.	\$ 364,686,217
Pacific Drilling S.A.	Pacific International Drilling West Africa Ltd.	\$ 2,538
Pacific Drilling S.A.	Pacific Santa Ana S.À R.L.	\$ 364,686,217
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Limited	\$ (491,665,552)
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Operations Limited	\$ (168,713,021)
Pacific Drilling (Gibraltar) Limited	Pacific Drilling S.A.	\$ 121,353,367
Pacific Drilling (Gibraltar) Limited	Pacific Drilling N.V.	\$ 42,823
Pacific Drilling (Gibraltar) Limited	Pacific Drillship (Gibraltar) Limited	\$ 347,665,009
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Holding (Gibraltar) Ltd. (Gibraltar)	\$ 39,579
Pacific Drilling (Gibraltar) Limited	Pacific Drilling South America 1 Ltd	\$ 21,761,131
Pacific Drilling (Gibraltar) Limited	Pacific Bora Ltd.	\$ (268,887,072)
Pacific Drilling (Gibraltar) Limited	Pacific Mistral Ltd.	\$ 84,414,989
Pacific Drilling (Gibraltar) Limited	Pacific Scirocco Ltd.	\$ (252,577,958)
Pacific Drilling (Gibraltar) Limited	Pacific Santa Ana (Gibraltar) Limited	\$ 30,191,734
Pacific Drilling (Gibraltar) Limited	Pacific Drilling V Limited	\$ (136,368,753)
Pacific Drilling (Gibraltar) Limited	Pacific Sharav S.À R.L.	\$ (219,854,663)
Pacific Drilling (Gibraltar) Limited	Pacific Drilling VII Limited	\$ 595,450,320
Pacific Drilling (Gibraltar) Limited	Pacific Drilling VIII Limited	\$ 330,021,635
Pacific Drilling (Gibraltar) Limited	Pacific Drilling, Inc.	\$ 2,521,046
Pacific Drilling (Gibraltar) Limited	Pacific Drilling do Brasil Servicos de Perfuacao Ltda	\$ 396,821
Pacific Drilling (Gibraltar) Limited	Pacific International Drilling West Africa Ltd.	\$ 27,633,796
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Operations, Inc.	\$ 62,955,259
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Neth Cooperatif	\$ 41,307
Pacific Drilling (Gibraltar) Limited	Pacific Drillship S.À R.L.	\$ (3,018,743)
Pacific Drilling (Gibraltar) Limited	Pacific Santa Ana S.À R.L.	\$ (287,311,285)
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Services, Inc.	\$ (4,966,158)
Pacific Drilling (Gibraltar) Limited	Pacific Deepwater Construction Ltd	\$ 4,850,021
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Services Pte. Ltd.	\$ (47,481)
Pacific Drilling (Gibraltar) Limited	Pacific Drilling International Ltd	\$ 2,983,996
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Manpower Ltd.	\$ 3,350,923
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Administrator Limited	\$ 149,357
Pacific Drilling (Gibraltar) Limited	Pacific Drilling do Brasil Invetimentos Ltda	\$ 2,354,135
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Manpower Sarl	\$ 19,440,049
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Manpower, Inc.	\$ (1,437,308)
Pacific Drilling (Gibraltar) Limited	Pacific Drilling Finance S.À R.L.	\$ (73,688)
Pacific Drilling (Gibraltar) Limited	Pacific Drilling, LLC	\$ 3,003,073
Pacific Drillship (Gibraltar) Limited	Pacific Drilling (Gibraltar) Limited	\$ (347,665,009)

Pacific Drillship (Gibraltar) Limited	Pacific Drilling V Limited	\$ 347,587,279
Pacific Drillship Nigeria Limited	Pacific Drilling Limited	\$ (234,420,503)
Pacific Bora Ltd.	Pacific Drilling Limited	\$ (550,268,473)
Pacific Bora Ltd.	Pacific Drilling Operations Limited	\$ (386,812,500)
Pacific Bora Ltd.	Pacific Drilling (Gibraltar) Limited	\$ 268,887,072
Pacific Bora Ltd.	Pacific Drilling do Brasil Servicos de Perfuacao Ltda	\$ (29,037)
Pacific Bora Ltd.	Pacific International Drilling West Africa Ltd.	\$ (15,236,431)
Pacific Mistral Ltd.	Pacific Drilling S.A.	\$ (364,686,217)
Pacific Mistral Ltd.	Pacific Drilling (Gibraltar) Limited	\$ (84,414,989)
Pacific Mistral Ltd.	Pacific Drilling do Brasil Servicos de Perfuacao Ltda	\$ (918,368)
Pacific Mistral Ltd.	Pacific Drilling Services Pte. Ltd.	\$ (13,601)
Pacific Scirocco Ltd.	Pacific Drilling Limited	\$ (753,783,942)
Pacific Scirocco Ltd.	Pacific Drilling Operations Limited	\$ (386,812,500)
Pacific Scirocco Ltd.	Pacific Drilling (Gibraltar) Limited	\$ 252,577,958
Pacific Scirocco Ltd.	Pacific Drilling do Brasil Servicos de Perfuacao Ltda	\$ (29,037)
Pacific Scirocco Ltd.	Pacific International Drilling West Africa Ltd.	\$ (9,840,790)
Pacific Santa Ana (Gibraltar) Limited	Pacific Drilling (Gibraltar) Limited	\$ (30,191,734)
Pacific Santa Ana (Gibraltar) Limited	Pacific Drilling Services Pte. Ltd.	\$ (90,176)
Pacific Drilling V Limited	Pacific Drilling (Gibraltar) Limited	\$ 136,368,753
Pacific Drilling V Limited	Pacific Drillship (Gibraltar) Limited	\$ (347,587,279)
Pacific Drilling V Limited	Pacific International Drilling West Africa Ltd.	\$ (4,624,107)
Pacific Drilling V Limited	Pacific Drilling Services Pte. Ltd.	\$ (21,737)
Pacific Sharav S.à r.l.	Pacific Drilling (Gibraltar) Limited	\$ 219,854,663
Pacific Sharav S.à r.l.	Pacific Drilling Services Pte. Ltd.	\$ (1,459)
Pacific Sharav S.à r.l.	Pacific Drilling Finance S.À R.L.	\$ (474,880,852)
Pacific Drilling VII Limited	Pacific Drilling (Gibraltar) Limited	\$ (595,450,320)
Pacific Drilling VII Limited	Pacific Drilling Services Pte. Ltd.	\$ 739
Pacific Drilling VIII Limited	Pacific Drilling (Gibraltar) Limited	\$ (330,021,635)
Pacific Drilling, Inc.	Pacific Drilling (Gibraltar) Limited	\$ (2,521,046)
Pacific Drilling Operations, Inc.	Pacific Drilling (Gibraltar) Limited	\$ (62,955,259)
Pacific Drillship SARL	Pacific Drilling (Gibraltar) Limited	\$ 3,018,743
Pacific Drillship SARL	Pacific Drilling do Brasil Servicos de Perfuacao Ltda	\$ (2,323,207)
Pacific Santa Ana S.à r.l.	Pacific Drilling S.A.	\$ (364,686,217)
Pacific Santa Ana S.à r.l.	Pacific Drilling (Gibraltar) Limited	\$ 287,311,285
Pacific Santa Ana S.à r.l.	Pacific Drilling Finance S.À R.L.	\$ (556,968,060)
Pacific Drilling Services, Inc.	Pacific Drilling (Gibraltar) Limited	\$ 4,966,158
Pacific Drilling Services, Inc.	Pacific Drilling do Brasil Servicos de Perfuacao Ltda	\$ 316,032
Pacific Drilling Services, Inc.	Pacific International Drilling West Africa Ltd.	\$ (135,490)
Pacific Drilling Services, Inc.	Pacific Drilling Services Pte. Ltd.	\$ 180,236
Pacific Drilling Finance S.à r.l.	Pacific Drilling (Gibraltar) Limited	\$ 73,688
Pacific Drilling Finance S.à r.l.	Pacific Sharav S.À R.L.	\$ 474,880,852
Pacific Drilling Finance S.à r.l.	Pacific Santa Ana S.À R.L.	\$ 556,968,060
Pacific Drilling, LLC	Pacific Drilling (Gibraltar) Limited	\$ (3,003,073)

Note: Excludes prepayment of bare boat charter fee by Pacific Drilling Operations Inc. to Pacific Sharav Sarl of \$19,404,020 which will be fully amortized by 12/31/2017.

Pacific Drilling
Organizational Structure
Exhibit Related to Schedule AB, Part 4 Question 15 and SOFA 25
The value of each entity is undetermined

Debtor		% Ownership	Tax ID	Nature of Business
X	Pacific Drilling S.A. (Luxembourg)	100%	-	Corporate Parent
	Pacific Drilling Manpower Sarl (Luxembourg)	100%		Manpower company
X	Pacific Drilling, Inc. (US)	100%	26-3541524	Internal Charterer
X	Pacific Drilling (Gibraltar) Limited (Gibraltar)	100%	98-1026016	Holding Company
X	Pacific Sharav Korlátolt Felelősségi Társaság (Hungary)	100%		Anticipated Drillship Owner
X	Pacific Drilling Finance S.à r.l. (Luxembourg)	100%	-	Financing Company
X	Pacific Drillship SARL (Luxembourg)	100%	-	Internal Charterer
X	Pacific Drilling Limited (Liberia)	100%	-	Holding Company
X	Pacific Scirocco Ltd. (Liberia)	49.9%	98-1220073	Drillship Owner
X	Pacific Bora Ltd. (Liberia)	49.9%	98-1219815	Drillship Owner
X	Pacific Mistral Ltd. (Liberia)	100%	-	Drillship Owner
X	Pacific Santa Ana (Gibraltar) Limited (Gibraltar)	100%	-	Holding Company
X	Pacific Santa Ana S.à r.l. (Luxembourg)	100%	98-1056417	Drillship Owner
X	Pacific Drilling Operations Limited (BVI)	100%	98-1219103	Holding Company
	Pacific International Drilling West Africa Ltd. (Nigeria)	49%	98-1218742	Nigerian Local Operations
X	Pacific Drillship Nigeria Limited (BVI)	99.9%	98-1220281	Holding Company
X	Pacific Scirocco Ltd. (Liberia)	50.1%	98-1220073	Drillship Owner
X	Pacific Bora Ltd. (Liberia)	50.1%	98-1219815	Drillship Owner
	Pacific Drilling South America 1 Ltd (BVI)	100%		Holding Company
	Pacific Drilling do Brasil Invetimentos Ltda (Brazil)	99.9%		Financing Company
	Pacific Drilling do Brasil Servicos de Perfuacao Ltda (Brazil)	99.9%		Services Company
	Pacific Drilling South America 2 Ltd (BVI)	100%		Holding Company
	Pacific Drilling do Brasil Invetimentos Ltda (Brazil)	0.01%		Financing Company
	Pacific Drilling do Brasil Servicos de Perfuacao Ltda (Brazil)	0.01%		Services Company
	Pacific Drilling N.V. (Neth. Antilles - Curacao)	100%		Dormant Entity
	Pacific Drilling Neth Cooperatif (Netherlands)	99%		Dormant Entity
	Pacific Drilling Neth Cooperatif (Netherlands)	1%		Dormant Entity
	Pacific Deepwater Construction Ltd (BVI)	100%		Supports Construction Contracts
	Pacific Drilling Services Pte. Ltd. (Singapore)	100%		Dormant Entity
	Pacific Drilling International LLC (US)	100%		Dormant Entity
	Pacific Drilling International Ltd (BVI)	100%		Manpower Company
	Pacific Drilling Manpower Ltd. (BVI)	100%		Manpower Company
X	Pacific Drilling, LLC (US)	100%	81-4037655	Holding Company
X	Pacific Drilling Services, Inc. (US)	100%	26-2885302	Services Company
	Hyperdynamics Corporation	21%**		Investment
X	Pacific Drillship Nigeria Limited (BVI)	0.1%		Holding Company
X	Pacific Sharav S.à r.l. (Luxembourg)	100%	98-1242431	Drillship Owner
X	Pacific Drilling Operations, Inc. (US)	100%	90-0874446	Internal Charterer
X	Pacific Drilling VII Limited (BVI)	100%	-	Drillship Owner
	Pacific Drilling Administrator Limited (BVI)	100%		Equity Compensation Administrator
X	Pacific Drillship (Gibraltar) Limited (Gibraltar)	100%	-	Holding Company
X	Pacific Drilling V Limited (BVI)	100%	-	Drillship Owner
	Pacific Drilling Holding (Gibraltar) Ltd. (Gibraltar)	100%		Holding Company
	Pacific Drilling Manpower, Inc. (US)	100%	46-1071917	Manpower Company
X	Pacific Drilling VIII Limited (BVI)	100%	-	Anticipated Drillship Owner

*The remaining 51% is owned by Derotech.

**Includes shares issuable upon exercise of warrants

Schedule A/B: Assets — Real and Personal Property**Part 5: Inventory, excluding agriculture assets - detail****18. Does the debtor own any inventory (excluding agriculture assets)?** No. Go to Part 6. Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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19. Raw materials

19.1 _____

20. Work in progress

20.1 _____

21. Finished goods, including goods held for resale

21.1 _____

22. Other Inventory or supplies

22.1 _____

23. Total of Part 5

Add lines 19 through 22. Copy the total to line 84.

24. Is any of the property listed in Part 5 perishable? No Yes**25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?** No Yes. Book Value _____ Valuation method _____ Current value _____**26. Has any of the property listed in Part 5 been appraised by a professional within the last year?** No Yes

Schedule A/B: Assets — Real and Personal Property**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land) - detail**

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

No. Go to Part 7.

Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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28. Crops—either planted or harvested

28.1 _____

29. Farm animals

Examples: Livestock, poultry, farm-raised fish

29.1 _____

30. Farm machinery and equipment

(Other than titled motor vehicles)

30.1 _____

31. Farm and fishing supplies, chemicals, and feed

31.1 _____

32. Other farming and fishing-related property not already listed in Part 6

32.1 _____

33. Total of Part 6

Add lines 28 through 32. Copy the total to line 85.

34. Is the debtor a member of an agricultural cooperative?

No

Yes. Is any of the debtor's property stored at the cooperative?

No

Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

No

Yes. Book Value _____ Valuation method _____ Current value _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

No

Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

No

Yes

Schedule A/B: Assets — Real and Personal Property

Part 7: Office furniture, fixtures, and equipment; and collectibles - detail

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

No. Go to Part 8.

Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest

39. Office furniture

39. 1 _____

40. Office fixtures

40. 1 _____

41. Office equipment, including all computer equipment and communication systems equipment and software

41. 1 _____

42. Collectibles

42. 1 _____

43. Total of Part 7

Add lines 39 through 42. Copy the total to line 86.

44. Is a depreciation schedule available for any of the property listed in Part 7?

No

Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

No

Yes

Schedule A/B: Assets — Real and Personal Property**Part 8: Machinery, equipment, and vehicles**

46. Does the debtor own or lease any machinery, equipment, or vehicles?

No. Go to Part 9.

Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47. 1

48. Watercraft, trailers, motors, and related accessories

Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48. 1

49. Aircraft and accessories

49. 1

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

50. 1

51. Total of Part 8

Add lines 47 through 50. Copy the total to line 87.

52. Is a depreciation schedule available for any of the property listed in Part 8?

No

Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

No

Yes

Schedule A/B: Assets — Real and Personal Property

Part 9: Real property - detail

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
 Yes. Fill in the information below

Description and location of property	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.				

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

55. 1 8-10 AVENUE DE LA GARE, L-1610,
LUXEMBOURG SUB LEASE TO Undetermined
CBC S.A R.L.

56. Total of Part 9

Add the current value on all Question 55 lines and entries from any additional sheets. Copy the total to line 88.

57. Is a depreciation schedule available for any of the property listed in Part 9?

- No
 - Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- No
 - Yes

Schedule A/B: Assets — Real and Personal Property**Part 10: Intangibles and intellectual property - detail**

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
 Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest

60. Patents, copyrights, trademarks, and trade secrets

60.1 _____

61. Internet domain names and websites

61.1 _____

62. Licenses, franchises, and royalties

62.1 _____

63. Customer lists, mailing lists, or other compilations

63.1 _____

64. Other intangibles, or intellectual property

64.1 _____

65. Goodwill

65.1 _____

66. Total of Part 10

Add lines 60 through 65. Copy the total to line 89.

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- No
 Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- No
 Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- No
 Yes

Schedule A/B: Assets — Real and Personal Property

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form? Include all interests in executory contracts and unexpired leases not previously reported on this form.

No. Go to Part 12.

Yes. Fill in the information below.

General description	Current value of debtor's interest

71. Notes receivable

Description (include name of obligor)

71.1 2017 Senior Secured Notes Issued by Pacific Drilling V Limited \$22,438,941

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

72.1 _____

73. Interests in insurance policies or annuities

73.1 _____

74. Causes of action against third parties (whether or not a lawsuit has been filed)

74.1 _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

75.1 _____

76. Trusts, equitable or future interests in property

76.1 _____

77. Other property of any kind not already listed Examples: Season tickets, country club membership

Examples: Season tickets, country club membership

77.1 VAT/Other \$165,745

Schedule A/B: Assets — Real and Personal Property

Part 11: All other assets

78. Total of Part 11

Add lines 71 through 77. Copy the total to line
90.

\$22,604,686

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- No
 Yes

Schedule A/B: Assets — Real and Personal Property**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property	Total of all property
80. Cash, cash equivalents, and financial assets. Copy line 5, Part 1.	\$8,509,662		
81. Deposits and prepayments. Copy line 9, Part 2.	\$1,101,099		
82. Accounts receivable. Copy line 12, Part 3.	\$0		
83. Investments. Copy line 17, Part 4.	\$0		
84. Inventory. Copy line 23, Part 5.	\$0		
85. Farming and fishing-related assets. Copy line 33, Part 6.	\$0		
86. Office furniture, fixtures, and equipment; and collectibles. Copy line 43, Part 7.	\$0		
87. Machinery, equipment, and vehicles. Copy line 51, Part 8.	\$0		
88. Real property. Copy line 56, Part 9.		\$0	
89. Intangibles and intellectual property. Copy line 66, Part 10.	\$0		
90. All other assets. Copy line 78, Part 11.	\$22,604,686		
91. Total. Add lines 80 through 90 for each column.	a. \$32,215,447 b. \$0		
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.			\$32,215,447

Specific Notes

Total assets excludes Net Accounts Receivable-Intercompany shown in Schedule A/B

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule D: Creditors Who Have Claims Secured by Property

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
 Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Creditor's Name and Mailing Address, E-mail Address & An Account Number	Co-Interest	Insider	Co-Debtor	Date Claim was Incurred, Property Description, Lien & Co-Interest Creditor	C U D	Amount of Claim	Value of Collateral
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Secured Debt

2.1	WILMINGTON TRUST NATIONAL ASSOCIATION AS ADMINISTRATIVE AGENT AND SECURITY AGENT FOR THE SENIOR SECURED CREDIT FACILITY WILMINGTON TRUST NATIONAL ASSOCIATION 50 SOUTH SIXTH STREET SUITE 1290 MINNEAPOLIS, MN 55402	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	PROPERTY DESCRIPTION: COLLATERAL DESCRIBED IN SENIOR SECURED CREDIT FACILITY AGREEMENT	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	\$661,477,610
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MMCCAULEY@WILMINGTONTRUST.COM

Secured Debt Total: \$661,477,610

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule D: Creditors Who Have Claims Secured by Property

	<u>Amount of Claim</u>
3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.	<u>\$661,477,610</u>

Pacific Drilling S.A.

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Schedule D: Creditors Who Have Claims Secured by Property

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

Name and Mailing Address	Part 1 Line on which the Related Creditor was Listed	Last 4 Digits of Account Number for this Entity
MILBANK, TWEED, HADLEY & MCCLOY LLP ONE CHASE MANHATTAN PLAZA CC: DENNIS F DUNNE NEW YORK, NY 10005	LINE: 2.1	Not Available

Pacific Drilling S.A.

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Schedule E/F: Creditors Who Have Unsecured Claims

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

No. Go to Part 2.

Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Offset	Total Claim	Priority Amount
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2. NONE

Total: UNDETERMINED UNDETERMINED

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule E/F: Creditors Who Have Unsecured Claims

Part 1: List All Creditors with PRIORITY Unsecured Claims

Total: All Creditors with PRIORITY Unsecured Claims

UNDETERMINED UNDETERMINED

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule E/F: Creditors Who Have Unsecured Claims**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C U D	Basis For Claim	Offset	Amount of Claim
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Unsecured Debt

3.1	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B CITIBANK 1516 BRETT ROAD OPS III NEW CASTLE, DE 19720	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Unsecured Debt	<input type="checkbox"/>	\$724,932,227
3.2	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY CITIBANK 1516 BRETT ROAD OPS III NEW CASTLE, DE 19720	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Unsecured Debt	<input type="checkbox"/>	\$475,000,000
3.3	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE AND COLLATERAL AGENT FOR THE 2017 SENIOR SECURED NOTES DEUTSCHE BANK NATIONAL TRUST COMPANY 100 PLAZA ONE 6TH FLOOR JERSEY CITY, NJ 07311-3901	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Unsecured Debt	<input type="checkbox"/>	\$476,137,192
3.4	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES DEUTSCHE BANK NATIONAL TRUST COMPANY 100 PLAZA ONE 6TH FLOOR JERSEY CITY, NJ 07311-3901	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>	Unsecured Debt	<input type="checkbox"/>	\$768,140,625

Unsecured Debt Total: \$2,444,210,044

Schedule E/F: Creditors Who Have Unsecured Claims**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C U D	Basis For Claim	Offset	Amount of Claim
<u>Trade Payables</u>					
3.5 CENTRALIS SA 6311 BREEN RYE, NY 10580 LUXEMBOURG	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Goods and Services	<input type="checkbox"/>	\$13,136
3.6 CITY CENTRE HOTEL PARTNERS, LP 800 SORELLA COURT HOUSTON, TX 77024	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	Goods and Services	<input type="checkbox"/>	\$442

Trade Payables Total: \$13,579

Schedule E/F: Creditors Who Have Unsecured Claims**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
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Intercompany

3.7	PACIFIC DRILLING (GIBRALTAR) LIMITED C/O PACIFIC DRILLING SERVICES, INC. 11700 KATY FREEWAY, SUITE 175 HOUSTON , TX 77079	UNKNOWN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11/12/17 Balance	<input type="checkbox"/>	\$121,353,367
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Intercompany Total: \$121,353,367

Schedule E/F: Creditors Who Have Unsecured Claims**Part 2: List All Creditors with NONPRIORITY Unsecured Claims**

Creditor's Name, Mailing Address Including Zip Code	Date Claim Was Incurred And Account Number	C	U	D	Basis For Claim	Offset	Amount of Claim
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Other

3.8	ADMINISTRATION DES CONTRIBUTIONS DIRECTES 8-10, AVENUE DE LA GARE 1610 LUXEMBOURG	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Taxes	<input type="checkbox"/>	UNDETERMINED
3.9	CENTRE COMMUN DE LAS SECURITE SOCIALE 125, ROUTE D'ESCH 2975 LUXEMBOURG	UNKNOWN ACCOUNT NO.: NOT AVAILABLE	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Taxes	<input type="checkbox"/>	UNDETERMINED

Other Total: UNDETERMINED

Schedule E/F: Creditors Who Have Unsecured Claims

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

Total: All Creditors with NONPRIORITY Unsecured Claims	\$2,565,576,989
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Specific Notes

Stated amount of claim with respect to the 2017 Senior Secured Notes includes \$21,730,000 in principal amount of the 2017 Senior Secured Notes held by Pacific Drilling S.A. Pacific Drilling V Limited also holds \$36,906,000 in principal amount of the 2017 Senior Secured Notes, which for purposes of these schedules are not included in the amount of the claim with respect to the 2017 Senior Secured Notes.

Schedule E/F: Creditors Who Have Unsecured Claims**Part 3: List Others to Be Notified About Unsecured Claims**

4. List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

Creditor's Name, Mailing Address Including Zip Code	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
4.1 PAUL, WEISS RIFKIND, WHARTON & GARRSON LLP 1285 AVENUE OF THE AMERICAS CC: ANDREW N. ROSENBERG, ESQ. NEW YORK , NY 10019	LINE: 3.4	Not Available
4.2 SHEARMAN & STERLING LLP 599 LEXINGTON AVENUE CC: FRED SOSNICK, ESQ. NEW YORK, NY 10022	LINE: 3.1	Not Available
4.3 WHITE & CASE LLP 1221 AVENUE OF THE AMERICAS CC: SCOTT G. GREISSMAN NEW YORK, NY 10020	LINE: 3.1	Not Available

Schedule E/F: Creditors Who Have Unsecured Claims**Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims**

5. Add the amounts of priority and nonpriority unsecured claims.

	<u>Total of claim amounts</u>
5a. Total claims from Part 1	5a. \$0
5b. Total claims from Part 2	5b. + \$2,565,576,989
5c. Total of Parts 1 and 2	5c. \$2,565,576,989

Lines 5a + 5b = 5c.

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule G: Executory Contracts and Unexpired Leases

1. Does the debtor have any executory contracts or unexpired leases?

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
 Yes. Fill in all of the information below even if the contracts or leases are listed on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B).

2. List all contracts and unexpired leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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Other Agreements

2. 1	LEASING AGREEMENT	Evergreen	<input type="checkbox"/>	LEASEPLAN LUXEMBOURG S.A.	Z.A. AM BANN 7 RUE NOCOLAS BROSLUS LEUDELANGE, L-3372 L-3372 LUXEMBOURG
2. 2	BROKERAGE SERVICE AGREEMENT	9/30/2018	<input type="checkbox"/>	MCGRIFF, SEIBELS & WILLIAMS OF TEXAS INC	818 TOWN & COUNTRY BLVD. 77024 HOUSTON, TX 77024
2. 3	LETTER AGREEMENT FOR REIMBURSEMENT OF ADVISORY FEES BETWEEN PACIFIC DRILLING SA AND QUANTUM PACIFIC (GIBRALTAR LIMITED) DATED 8/8/2017		<input type="checkbox"/>	QUANTUM PACIFIC (GIBRALTAR) LIMITED	57/63 LINE WALL ROAD GIBRALTAR
2. 4	SETTLEMENT AND LICENSE AGREEMENT EFFECTIVE 8/1/2017		<input type="checkbox"/>	TRANSOCEAN OFFSHORE DEEPWATER DRILLING, INC.	4 GREENWAY PLAZA ATTN: GENERAL COUNSEL HOUSTON, TX 77046

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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Customer Contracts

2. 5	PARENT COMPANY GUARANTEE IN FAVOR OF FOLAWIYO AJE SERVICES LIMITED	Upon completion of the Services (as defined)	<input type="checkbox"/>	FOLAWIYO AJE SERVICES LIMITED	YINKAFOLAWIYO PLAZA 38 YINKAFOLAWIYO AVNUE APAPA, LAGOS STATE NIGERIA
2. 6	PERFORMANCE GUARANTEE IN FAVOR OF PC MAURITANIA 1 PTY LTD	Completion of the contract	<input type="checkbox"/>	PC MAURITANIA 1 PTY LTD	NAJAH CITY SOUKOUK LOT 1183 P.O. BOX 2034 NOUAKCHOTT, MAURITANIA MAURITANIA

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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Real Property Leases

2. 7	SUB-LEASE AGREEMENT FOR 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG DATED 10/30/2013, ADDENDUM 1 AND 2	Evergreen	12233445	<input checked="" type="checkbox"/> CBC SARL	ATTN: MR. AIDAN FOLEY 8-10 AVENUE DE LA GARA L-1610 LUXEMBOURG
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Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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Intercompany Agreements

2. 8	CASH POOLING AGREEMENT DATED 06/10/2015	Evergreen	<input type="checkbox"/>	PACIFIC DRILLING (GIBRALTAR) LIMITED	C/O PACIFIC DRILLING SERVICES, INC. ATTN: FINANCE DEPARTMENT 11700 KATY FREEWAY, SUITE 175 HOUSTON , TX 77079
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Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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Financial Agreements

2. 9	CASH COLLATERAL AGREEMENT	Evergreen	112233	<input checked="" type="checkbox"/>	CITIBANK, N.A.	811 MAIN STREET SUITE 4000 HOUSTON, TX 77002
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Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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Employment Agreements

2. 10 RETENTION AGREEMENT 4/30/2019 FREDERIC JACQUEMIN 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule G: Executory Contracts and Unexpired Leases

Nature of the Debtor's Interest	Expiration Date	Contract ID	Co-Debtor	Name	Address
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Master Service Agreements

2. 11 MASTER SERVICE AGREEMENT Evergreen 00725 MERRILL COMMUNICATIONS ONE MERRILL CIRCLE
ST. PAUL, MN 55108

Schedule G: Executory Contracts and Unexpired Leases

TOTAL NUMBER OF CONTRACTS: 11

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule H: Codebtors**1. Does the debtor have any codebtors?**

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G.

Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1	Column 2	Applicable Schedule
Codebtor Name and Mailing Address	Creditor Name	D E/F G
2.1 PACIFIC DRILLSHIP SARL 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	CBC SARL	<input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>
2.2 PACIFIC SANTA ANA S.À R.L. 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	CBC SARL	<input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>
2.3 PACIFIC SHARAV S.À R.L. 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	CBC SARL	<input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>
2.4 PACIFIC DRILLING SERVICES, INC. 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, N.A.	<input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/>
2.5 PACIFIC BORA LTD. 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.6 PACIFIC DRILLING FINANCE S.À R.L. 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.7 PACIFIC DRILLING LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.8 PACIFIC DRILLING, INC. 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.9 PACIFIC DRILLSHIP NIGERIA LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.10 PACIFIC DRILLSHIP SARL 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule H: Codebtors

Column 1	Column 2	Applicable Schedule
Codebtor Name and Mailing Address	Creditor Name	D E/F G
2.11 PACIFIC INTERNATIONAL DRILLING WEST AFRICA LTD. 9TH FLOOR, ST NICHOLAS HOUSE, CATHOLIC MISSION STREET LAGOS NIGERIA	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.12 PACIFIC MISTRAL LTD. 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.13 PACIFIC SANTA ANA (GIBRALTAR) LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.14 PACIFIC SANTA ANA S.À R.L. 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.15 PACIFIC SCIROCCO LTD. 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE 2018 SENIOR SECURED TERM LOAN B	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.16 PACIFIC BORA LTD. 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.17 PACIFIC DRILLING FINANCE S.À R.L. 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.18 PACIFIC DRILLING LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.19 PACIFIC DRILLING, INC. 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.20 PACIFIC DRILLSHIP NIGERIA LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.21 PACIFIC DRILLSHIP SARL 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule H: Codebtors

Column 1	Column 2	Applicable Schedule
Codebtor Name and Mailing Address	Creditor Name	D E/F G
2.22 PACIFIC INTERNATIONAL DRILLING WEST AFRICA LTD. 9TH FLOOR, ST NICHOLAS HOUSE, CATHOLIC MISSION STREET LAGOS NIGERIA	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.23 PACIFIC MISTRAL LTD. 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.24 PACIFIC SANTA ANA (GIBRALTAR) LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.25 PACIFIC SANTA ANA S.À R.L. 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.26 PACIFIC SCIROCCO LTD. 11700 KATY FWY, #175 HOUSTON, TX 77079	CITIBANK, NA AS ADMINISTRATIVE AGENT FOR THE REVOLVING CREDIT FACILITY	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.27 PACIFIC DRILLING V LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE AND COLLATERAL AGENT FOR THE 2017 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.28 PACIFIC DRILLSHIP (GIBRALTAR) LTD. 11700 KATY FWY, #175 HOUSTON, TX 77079	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE AND COLLATERAL AGENT FOR THE 2017 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.29 PACIFIC BORA LTD. 11700 KATY FWY, #175 HOUSTON, TX 77079	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.30 PACIFIC DRILLING FINANCE S.À R.L. 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.31 PACIFIC DRILLING LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.32 PACIFIC DRILLING, INC. 11700 KATY FWY, #175 HOUSTON, TX 77079	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.33 PACIFIC DRILLSHIP NIGERIA LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>

Pacific Drilling S.A.

Case Number: 17-13193 (MEW)

Schedule H: Codebtors

Column 1	Column 2	Applicable Schedule
Codebtor Name and Mailing Address	Creditor Name	D E/F G
2.34 PACIFIC DRILLSHIP SARL 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.35 PACIFIC INTERNATIONAL DRILLING WEST AFRICA LTD. 9TH FLOOR, ST NICHOLAS HOUSE, CATHOLIC MISSION STREET LAGOS NIGERIA	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.36 PACIFIC MISTRAL LTD. 11700 KATY FWY, #175 HOUSTON, TX 77079	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.37 PACIFIC SANTA ANA (GIBRALTAR) LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.38 PACIFIC SANTA ANA S.À R.L. 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.39 PACIFIC SCIROCCO LTD. 11700 KATY FWY, #175 HOUSTON, TX 77079	DEUTSCHE BANK TRUST COMPANY AMERICAS AS INDENTURE TRUSTEE FOR THE 2020 SENIOR SECURED NOTES	<input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/>
2.40 PACIFIC DRILLING (GIBRALTAR) LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	WILMINGTON TRUST NATIONAL ASSOCIATION AS ADMINISTRATIVE AGENT AND SECURITY AGENT FOR THE SENIOR SECURED CREDIT FACILITY	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
2.41 PACIFIC DRILLING OPERATIONS INC. 11700 KATY FWY, #175 HOUSTON, TX 77079	WILMINGTON TRUST NATIONAL ASSOCIATION AS ADMINISTRATIVE AGENT AND SECURITY AGENT FOR THE SENIOR SECURED CREDIT FACILITY	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
2.42 PACIFIC DRILLING VII LIMITED 11700 KATY FWY, #175 HOUSTON, TX 77079	WILMINGTON TRUST NATIONAL ASSOCIATION AS ADMINISTRATIVE AGENT AND SECURITY AGENT FOR THE SENIOR SECURED CREDIT FACILITY	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
2.43 PACIFIC SHARAV S.À R.L. 8-10 AVENUE DE LA GARE, L-1610 LUXEMBOURG	WILMINGTON TRUST NATIONAL ASSOCIATION AS ADMINISTRATIVE AGENT AND SECURITY AGENT FOR THE SENIOR SECURED CREDIT FACILITY	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

Total Number of Co-Debtor / Creditor rows: 43

Fill in this information to identify the case:

Debtor Name: Pacific Drilling S.A.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case Number (if known): 17-13193 (MEW)

Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets–Real and Personal Property (Official Form 206A/B)

1a. Real property:

Copy line 88 from Schedule A/B

\$0

1b. Total personal property:

Copy line 91A from Schedule A/B

\$32,215,447

+

1c. Total of all property:

Copy line 92 from Schedule A/B

\$32,215,447

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D

\$661,477,610

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 6a of Schedule E/F

\$0

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 6b of Schedule E/F

\$2,565,576,989

+

4. Total liabilities

Lines 2 + 3a + 3b

\$3,227,054,599

Specific Notes



Fill in this information to identify the case and this filing:

Debtor Name: Pacific Drilling S.A.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case Number (if known): 17-13193 (MEW)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

Warning -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and Signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form (206H))
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: December 27, 2017

Signature: /s/ Johannes Boots

Johannes Boots, Chief Financial Officer

Name and Title